

1 **FORRESTER, WORTH & GREEN, PLLC**

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6 ATTORNEYS FOR THE DEBTOR

7 **UNITED STATES BANKRUPTCY COURT**
8 **DISTRICT OF ARIZONA**

9 In re:

10 NUTRACEA, a California corporation,

11 Debtor.
12

Chapter 11

Case No. 2-09-bk-28817-CGC

**APPLICATION TO EMPLOY
COUNSEL FOR CHAPTER 11
DEBTOR**

13 Pursuant to 11 U.S.C. § 327, and Bankruptcy Rule 2014, Debtor NutraCea,
14 a California corporation (“Debtor”), hereby applies to employ the law firm of Forrester,
15 Worth & Green, PLLC (“FWG”), as general bankruptcy counsel. In support of this
16 application, Debtor states as follows:

17 1. Debtor filed its voluntary petitions under Chapter 11 of the Bankruptcy Code
18 on November 10, 2009 (the “Petition Date”).

19 2. Debtor requires the services of counsel to represent it in the administration of
20 this case, including, without limitation, examination of the Debtor as to its acts, conduct,
21 and property; preparation of required records, reports, applications, orders, pleadings, and
22 other legal papers; representation of Debtor in contested matters and adversary
23 proceedings; identification and prosecution of claims and causes of action on behalf of the
24 estate (although it may be necessary to employ special counsel for that purpose as well);
25 examination of proofs of claim and possible objections to such claims; preparation of a

1 plan and disclosure statement, if appropriate, and representation of Debtor in related
2 confirmation proceedings; and otherwise assisting and advising Debtor in the performance
3 of its official duties and functions.

4 3. Debtor desires to employ FWG effective as of the Petition Date.

5 4. The lawyers of FWG, S. Cary Forrester, John R. Worth, and Kristen M.
6 Green, are duly admitted to practice in this court.

7 5. Debtor has selected FWG because of its considerable experience in
8 bankruptcy and reorganization matters, and because it is well qualified to represent Debtor.

9 6. To the best of Debtor's knowledge, no member of FWG has any connection
10 with it, any creditor, any party in interest, their respective attorneys and accountants, the
11 United States Trustee, or any person employed in the office of the United States Trustee,
12 nor do any members of FWG hold any claim against it or the estate, except as disclosed in
13 the attached declaration of S. Cary Forrester.

14 7. The current hourly rate for S. Cary Forrester is \$400 per hour. The current
15 hourly rate for John R. Worth is \$350. The current hourly rate of Kristen M. Green is
16 \$300. The current hourly rate of the firm's paralegals is \$125.00. The firm will also bill
17 for all out-of-pocket expenses.

18 8. The Declaration of Proposed Counsel for Chapter 11 Debtor, made by
19 S. Cary Forrester pursuant to 11 U.S.C. §§ 327(a) and 329(a) and Bankruptcy Rules
20 2014(a) and 2016(b), is attached hereto as Exhibit "A" and incorporated herein. Said
21 Declaration details facts that will assist the Court in determining whether FWG qualifies to
22 represent Debtor in this case.
23
24
25

WHEREFORE, Debtor NutraCea requests that it be authorized to employ Forrester, Worth & Green, PLLC, to represent it in this case, effective as of November 10, 2009, and that it have such other and further relief as may be proper under the circumstances.

RESPECTFULLY SUBMITTED this 10th day of November, 2009.

FORRESTER, WORTH & GREEN,
PLLC

By: SCF (006342)

S. Cary Forrester

Kristen M. Green

Attorneys for Debtor

Copy emailed and/or mailed on this 10th day
of November, 2009 to:

Office of U.S. Trustee
230 North First Avenue, Suite 204
Phoenix, Arizona 85003

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/s/ Mary L. Ligouri

Mary L. Ligouri

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12 **DECLARATION OF PROPOSED**
13 **COUNSEL FOR CHAPTER 11**
14 **DEBTOR**

15 Pursuant to 11 U.S.C. §§ 327(a) and 329(a) and Bankruptcy Rules 2014(a) and 2016(b), S. Cary Forrester does hereby declare under penalty of perjury as follows:

- 16 1. I am an attorney admitted to practice law in the State of Arizona;
- 17 2. The law firm of Forrester, Worth & Green, PLLC (“FWG”), is located at
18 3636 North Central Avenue, Suite 700, Phoenix, Arizona 85012;
- 19 3. To the best of my knowledge, information and belief, no member of FWG
20 has any connection with the Debtor, its creditors, or any party in interest herein or their
21 respective attorneys and accountants, the Chapter 11 Trustee, the United States Trustee, or
22 any persons employed in the office of the United States Trustee.
- 23 4. FWG represents no interest that is materially adverse to the Debtor or the
24 estate.

5. FWG received two prepetition retainers from the Debtor, totaling \$140,000. Services rendered prior to the bankruptcy filing were paid from the retainer prior to the bankruptcy filing. A balance of \$89,096.00 remains.

6. My current hourly rate for services to be rendered to the Debtor is \$400 per hour. John Worth's current hourly rate is \$350. Kristen Green's current hourly rate is \$300. Our paralegals are billed at \$125 per hour. The firm will also bill for its out-of-pocket expenses;

7. I understand that FWG must make periodic fee applications to the Court and that FWG will not be entitled to payment until the Court has entered an order approving payment of fees and reimbursement of expenses, except as otherwise provided in any order establishing a procedure for periodic interim payments, under a *Knudsen* order or otherwise.

8. FWG has not agreed to share its compensation with anyone.

Dated this 10th day of November, 2009.

FORRESTER, WORTH & GREEN, PLLC

By: SCF 006342
S. Cary Forrester
Kristen M. Green
Attorneys for Debtor